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**SECURITIES AND EXCHANGE COMMISSION**  
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**3 World Financial Center – RM 400**  
**New York, NY 10281**  
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**UNITED STATES DISTRICT COURT**  
**SOUTHERN DISTRICT OF NEW YORK**

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**SECURITIES AND EXCHANGE COMMISSION,**

**Plaintiff,**

**- against -**

**FTC Capital Markets, Inc.,**  
**FTC Emerging Markets, Inc., also d/b/a FTC Group,**  
**Guillermo David Clamens,**  
**Lina Lopez a/k/a Nazly Cucunuba Lopez,**

**Defendants.**  
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**ECF Case**

**09 Civ. 4755 (PGG)**

**[PROPOSED] ORDER DIRECTING DEFENDANTS GUILLERMO DAVID CLAMENS, FTC CAPITAL MARKETS, INC., AND FTC EMERGING MARKETS, INC., ALSO D/B/A FTC GROUP, TO SHOW CAUSE WHY AN ORDER FREEZING THEIR ASSETS SHOULD NOT BE ENTERED, TEMPORARY RESTRAINING ORDER AND ORDER PERMITTING EXPEDITED DISCOVERY**

On the Application of Plaintiff Securities and Exchange Commission (the "Commission")

(1) for an Order directing Defendants Guillermo David Clamens, FTC Capital Markets, Inc., and FTC Emerging Markets, Inc., also d/b/a FTC Group (collectively, "Defendants") to show cause why an order freezing their assets pending the final disposition of the Commission's claims against them should not be entered; and (2) pending adjudication of the foregoing, an Order (a)

temporarily freezing Defendants' assets; and (b) permitting Plaintiff to conduct expedited discovery;

The Court has considered (1) the Declaration of Jack Kaufman Pursuant to Local Civil Rule 6.1, executed June 17, 2009, and the exhibits thereto; (2) the Declaration of Yvette Quinteros, executed June 17, 2009 and the exhibits thereto; and (3) Plaintiff's Memorandum of Law in Support of Its Application for an Order to Show Cause, dated June 17, 2009.

Based upon the foregoing documents, the Court finds that a proper showing, as required by Section 20(b) of the Securities Act and Section 21(d) of the Exchange Act has been made for the relief granted herein, for the following reasons:

1. It appears from the evidence presented that:
  - (a) Clamens has relocated from New York to Venezuela;
  - (b) Since the filing of this lawsuit, Clamens has attempted to transfer Defendants' assets from the United States to Venezuela or other offshore locations and presently is attempting to sell his New York City apartment and transfer the proceeds offshore;
  - (c) Clamens controls defendants FTC Capital Markets, Inc. and FTC Emerging Markets, Inc., also d/b/a FTC Group; and
  - (d) There is a basis to infer that Defendants have violated Section 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 and Exchange Act Rule 10b-5.

2. It appears that an order freezing Defendants' assets is necessary to preserve the *status quo*, and to protect this Court's ability to award relief in the form of disgorgement of illegal profits from fraud, prejudgment interest and civil penalties.

3. Good and sufficient reasons have been shown why procedure other than by notice of motion is necessary.

4. This Court has jurisdiction over the subject matter of this action and over Defendants, and venue properly lies in this District.

**NOW, THEREFORE,**

**I.**

**IT IS HEREBY ORDERED** that Defendants show cause, if there be any, to this Court at 9:30 a.m. on the 30 day of June, 2009, in Room 18B of the United States Courthouse, 500 Pearl Street, New York, New York 10007, why this Court should not enter an Order pursuant to Rule 65 of the Federal Rules of Civil Procedure, Section 20 of the Securities Act and Section 21 of the Exchange Act directing that, pending a final disposition of this action, Defendants, and their agents, servants, employees, and attorneys, and those persons in active concert or participation with them who receive actual notice of such Order by personal service or otherwise, and each of them, hold and retain within their control, and otherwise prevent, any withdrawal, transfer, pledge, encumbrance, assignment, dissipation, concealment or other disposal of any assets, funds, or other property (including money, real or personal property, securities, commodities, choses in action, business interests or other property of any kind whatsoever) of, held by, or under the control of Defendants, whether held in their name or for their direct or indirect beneficial interest, wherever situated, including, but not limited to, the

accounts listed on “Exhibit A” attached hereto, and Apartment P20-D located at 120 East 87<sup>th</sup> Street, New York, N.Y. and the contents thereof.

**II.**

**IT IS FURTHER ORDERED** that, pending a hearing and determination of the Commission’s Application for an Order freezing Defendants’ assets pending a final disposition of this action, Defendants, and their agents, servants, employees, and attorneys, and those persons in active concert or participation with them who receive actual notice of such Order by personal service or otherwise, and each of them, hold and retain within their control, and otherwise prevent, any withdrawal, transfer, pledge, encumbrance, assignment, dissipation, concealment or other disposal of any assets, funds, or other property (including money, real or personal property, securities, commodities, choses in action, business interests or other property of any kind whatsoever) of, held by, or under the control of Defendants, whether held in their name or for their direct or indirect beneficial interest, wherever situated, including, but not limited to, the accounts listed on “Exhibit A” attached hereto, and Apartment P20-D located at 120 East 87<sup>th</sup> Street, New York, N.Y. and the contents thereof.

**III.**

**IT IS FURTHER ORDERED** that expedited discovery shall be permitted as follows:

(1) the Commission shall be permitted to take depositions, including the depositions of Defendants, on three (3) days’ notice;

(2) the Commission shall be permitted to obtain the production of documents within three (3) days from service by facsimile or otherwise of a request or subpoena, from Defendants or any other persons or entities, including non-party witnesses;

(3) the Commission shall be permitted to obtain other discovery from Defendants, including interrogatories and requests for admissions, within three (3) days from the date of service by facsimile or otherwise of such other discovery requests, interrogatories, or requests for admissions.

IV.

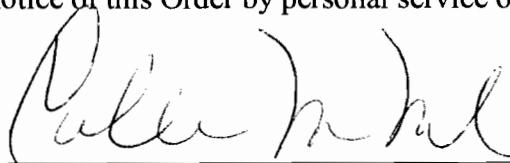
**IT IS FURTHER ORDERED** that a copy of this Order and the papers supporting the Commission's Application be served upon Defendants <sup>by their counsel</sup> on or before 5 pm by hand today June 17, 2009, by personal delivery, facsimile, overnight courier, email or first-class mail.

V.

**IT IS FURTHER ORDERED** that Defendants shall deliver any opposing papers in response to the Order to Show Cause above no later than June 25, 2009, at 5:00 p.m. Service shall be made by delivering the papers, using the most expeditious means available, by that date and time, to the New York Regional Office of the Commission at 3 World Financial Center, Rm 400, New York, New York 10281, Attn: Jack Kaufman, or such other place as counsel for the Commission may direct in writing. The Commission shall have until June 27, 2009, at <sup>12</sup>~~4~~:00 p.m., to serve, by the most expeditious means available, any reply papers upon the Defendants.

**VI.**

**IT IS FURTHER ORDERED** that this Order shall be, and is, binding upon Defendants and their agents, servants, employees, and attorneys, and those persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise.



UNITED STATES DISTRICT JUDGE

Issued at : 2 : 20 pm.  
June 17, 2009  
New York, New York



Entity Name	Account Number	Account Name
Wachovia Bank, N.A.	2000013242691	FTC Emerging Markets
	2000018010598	FTC Emerging Markets
	2000013241508	Forum Trading Corp Payroll Account
	2000013241676	Forum Trading Corp Operating Account
	2000013242387	Forum Trading Corporation
	2000013242484	FTC Holdings LLC Guillermo Clamens
	2000018011403	Prime Global Securities
	2000018011416	Prime Global Securities
	2000018667006	Prime Global Securities
	2000027741418	FTC Holdings LLC
Penson Financial Services, Inc.	07-11405008	FTC CAPITAL MARKETS, INC. DEPOSIT ACCOUNT Corporate
	07-11405016	FTC CAPITAL MARKETS, INC. DEPOSIT ACCOUNT Corporate
	07-11405024	FTC CAPITAL MARKETS, INC. ERROR ACCOUNT Corporate
	07-11405032	FTC EMERGING MARKETS INC Corporate NRA
	07-11405040	FTC EMERGING MARKETS INC Corporate NRA
	07-11405057	FTC EMERGING MARKETS INC Corporate NRA
	07-11405065	FTC EMERGING MARKETS INC Corporate NRA
	07-11405073	FTC EMERGING MARKETS INC Corporate NRA
	07-11405099	FTC CAPITAL MARKETS, INC. SETTLEMENT ACCOUNT Corporate
	07-11405107	FTC CAPITAL MARKETS, INC. COMMISSIONS ACCOUNT Corporate
	07-11405115	FTC CAPITAL MARKETS, INC. Corporate Account (Cash)
	11405131	FTC GROUP CARACAS CA
	07-11405172	FTC EMERGING MARKETS INC Corporate NRA
	07-11405180	FTC EMERGING MARKETS INC Corporate NRA
	07-11405198	FTC EMERGING MARKETS INC Corporate NRA
	07-11405206	FTC EMERGING MARKETS INC Corporate NRA
	11405396	FTC GROUP SOCIEDAD DE CORRETAJE DE TITULOS VALORES C A
	07-11405412	FTC EMERGING MARKETS INC Corporate NRA
	07-11405420	FTC EMERGING MARKETS INC Corporate NRA
	07-11405453	FTC EMERGING MARKETS INC Corporate NRA
	07-11405487	FTC CAPITAL MARKETS INC Corporate
	07-11405495	FTC CAPITAL MARKETS INC Corporate
	07-11405503	FTC CAPITAL MARKETS INC Corporate
	07-11405651	FTC LONDON UK LIMITED Corporate NRA
	11405727	FTC INTERNATIONAL SPC
	11405735	FTC HOLDINGS LLC
	07-22530455	FTC EMERGING MARKETS INC NRA Corporate Account (Cash)
	07-32383994	FTC EMERGING MARKETS INC Corporate NRA
	07-91PQ0106	FTC CAPITAL MARKETS, INC. - PQ16
	07-91PQ0205	FTC CAPITAL MARKETS, INC.
	07-91PQ1609	FTC CAPITAL MARKETS, INC.
	07-91PQ1906	FTC CAPITAL MARKETS, INC. - PQ19
	11406014	GUILLERMO D CLAMENS / MARIELA HERNANDEZ JTWROS
	11406022	GUILLERMO D CLAMENS / MARIELA HERNANDEZ JTWROS
Newedge USA, LLC	817, 001-64381,C235299	FTC CAPITAL MARKETS, INC.
	809, 001-64366,C234182	FTC EMERGING MARKETS, INC.
	808, 001-64368,C234193	FTC LONDON UK LIMITED
Morgan Stanley	34-DA2NM	FTC EMERGING MARKETS, INC.
	34-DA2206	PRIME GLOBAL SECURITIES, INC.
BNP Paribas	31600028	FTC CAPITAL MARKETS, INC DEPOSIT ACCOUNT
	31600047	FTC CAPITAL MARKETS, INC SETTLEMENT ACCOUNT
	31600108	FTC EMERGING MKTS ACCOUNT I
Savoy Bank	2000750	GUILLERMO D CLAMENS
	1000157	GUILLERMO D CLAMENS
JP Morgan Chase Bank NA	790037782	FTC CAPITAL MARKETS, INC.
	790051528	FTC EMERGING MARKETS, INC.
Bear Stearns, a division of JP Morgan	996-02877	FTC CAPITAL MARKETS
	615-17212	FTC CAPITAL MARKET
	197-93690	FTC CAPITAL MARKETS INC
	197-94984	FTC CAPITAL MARKERS INC A/C FTC EMERGING MARKETS
	197-94328	FTC CAPITAL MARKETS INC
	197-96329	FTC CAPITAL MARKETS INC
	042-00263	FTC EMERGING MARKETS, INC.
	042-00212	FTC EMERGING MARKETS, INC.
	350-92516	FTC CAPITAL MARKETS INC